

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
(Alexandria Division)

REVENUE SCIENCE, INC.)	
)	
Plaintiff,)	
)	
v.)	Civil Action No. 07CV516
)	GBL/TRJ
VALUECLICK, INC., et al.)	
)	
Defendants.)	
_____)	

**DEFENDANTS' COMBINED MOTION
TO DISMISS FOR LACK OF PERSONAL
JURISDICTION UNDER FED. R. CIV. P. 12(b)(2)
AND IMPROPER VENUE UNDER FED. R. CIV. P. 12(b)(3),
OR IN THE ALTERNATIVE, TO TRANSFER TO THE CENTRAL
DISTRICT OF CALIFORNIA UNDER 28 U.S.C. § 1404 AND/OR § 1406**

As discussed more fully in the accompanying memorandum, ValueClick, Inc., Fastclick, Inc., Web Clients, Inc., Commission Junction, Inc., Be Free, Inc., Pricerunner AB and Mediaplex, Inc. (collectively "Defendants" or "ValueClick Defendants") request that this Court dismiss the above-captioned complaint for lack of personal jurisdiction and improper venue, pursuant to Fed. R. Civ. P. 12(b)(2) and Fed. R. Civ. P. 12(b)(3), respectively, or, in the alternative, transfer the matter to the Central District of California.

Revenue Science (the "Plaintiff") filed a patent infringement suit against the ValueClick Defendants in the U.S. District Court for the Eastern District of Virginia despite the fact that it is not organized under the laws of the Commonwealth of Virginia, has no offices in the Commonwealth of Virginia, and has no material witness in the Commonwealth of Virginia. Furthermore, none of the ValueClick defendants have

sufficient contacts to the Commonwealth of Virginia to justify being haled into court by the nonresident Plaintiff.

Most importantly, however, ValueClick, Inc. brought suit against the Plaintiff in the Central District of California for infringement of its patents in March 2007. The Plaintiff, on May 23, 2007, the day before it filed its answer to the California complaint, filed the instant suit in the Commonwealth of Virginia.

The concepts of fair play and substantial justice demand that this proceeding be either dismissed or transferred to the Central District of California.

Respectfully submitted,

/s/ Amy S. Owen

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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing was served by electronic transmission and/or first class mail, postage prepaid, this 3rd day of July, 2007, upon:

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